

# Southern Pacific Transportation Company

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September 23, 1992

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RECORDATION NO.

FILED 1425

SEP 28 1992 2:10 PM

INTERSTATE COMMERCE COMMISSION

VIA HAND DELIVERY

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 28713 --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series 72

Dear Mr. Strickland:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Ninth Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of May 1, 1992, creating Southern Pacific Transportation Company Equipment Trust, Series 72. The enclosed documents are secondary documents, as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of March 1, 1978, recorded on April 24, 1978, at 2:40 PM, assigned Recordation No. 9339;

Supplement to Equipment Trust Agreement dated as of September 1, 1978, recorded on September 20, 1978, at 2:15 PM, assigned Recordation No. 9339-A;

Mr. Sidney L. Strickland, Jr.  
Page Two  
September 23, 1992

Second Supplement to Equipment Trust Agreement, dated as of October 31, 1983, recorded on December 6, 1983, at 2:40 PM, assigned Recordation No. 9339-B;

Third Supplement to Equipment Trust Agreement dated as of May 15, 1985, recorded on June 6, 1985, at 12:55 PM, assigned Recordation No. 9339-C;

Fourth Supplement to Equipment Trust Agreement dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 9339-D;

Assignment and Transfer of Certain Road Equipment dated as of March 31, 1986, recorded on April 29, 1986, at 9:55 AM, assigned Recordation No. 9339-E;

Fifth Supplement to Equipment Trust Agreement dated as of July 15, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 9339-F;

Assignment and Transfer of Certain Road Equipment dated as of July 15, 1987, recorded on August 18, 1987, at 3:40 PM, assigned Recordation No. 9339-G;

Sixth Supplement to Equipment Trust Agreement dated as of July 15, 1988, recorded on September 12, 1988, at 3:10 PM, assigned Recordation No. 9339-H;

Assignment and Transfer of Certain Road Equipment dated as of July 15, 1988, recorded on September 12, 1988, at 3:10 PM, assigned Recordation No. 9339-I;

Seventh Supplement to Equipment Trust Agreement dated as of November 15, 1991, recorded on December 16, 1991, at 10:25 AM, assigned Recordation No. 9339-J;

Assignment and Transfer of Certain Road Equipment dated as of November 15, 1991, recorded on December 16, 1991, at 10:25 AM, assigned Recordation No. 9339-K;

Eighth Supplement to Equipment Trust Agreement dated as of May 1, 1992, recorded on June 5, 1992, at 9:50 AM, assigned Recordation No. 9339-L; and

Assignment and Transfer of Certain Road Equipment dated as of May 1, 1992, recorded on June 5, 1992, at 9:50 AM, assigned Recordation No. 9339-M.

Mr. Sidney L. Strickland, Jr.  
Page Three  
September 23, 1992

In connection with the recording of the Ninth Supplement and Assignment and Transfer, each dated as of September 23, 1992, to the Equipment Trust Agreement dated as of March 1, 1978, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

Name and Address of Trustee - Lessor:

CoreStates Bank, N.A.  
510 Walnut Street  
Philadelphia, Pennsylvania 19106

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

A description of the railroad equipment covered by the Ninth Supplement is set forth therein; and the railroad equipment covered by the Assignment and Transfer is set forth therein.

Also enclosed is a check in the amount of \$32 to cover the required recordation fees.

When the recording of the Supplement and Assignment and Transfer have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you and return four (4) each of the same to the undersigned.

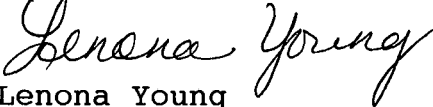
A short summary of the enclosed documents to appear in the Commission's index is:

Ninth Supplement to Equipment Trust Agreement dated as of September 23, 1992, between Southern Pacific Transportation Company, as Lessee, and CoreStates Bank, N.A., as Trustee, covering three boxcars; and Assignment and Transfer of Certain Road Equipment dated as of

Mr. Sidney L. Strickland, Jr.  
Page Four  
September 23, 1992

September 23, 1992, between SPT and CoreStates covering  
five boxcars.

Very truly yours,

  
Lenona Young  
Legal Assistant

Enclosures

SEP 28 1992 -2 10 PM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY  
EQUIPMENT TRUST  
SERIES 72

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ASSIGNMENT AND TRANSFER OF CERTAIN ROAD EQUIPMENT

Dated as of September 23, 1992

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CORESTATES BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

ASSIGNMENT AND TRANSFER OF CERTAIN RAILROAD EQUIPMENT, dated as of the twenty-third day of September, 1992, by CORESTATES BANK, N.A., a national banking association duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee under the Equipment Trust Agreement hereinafter mentioned (hereinafter called the "Trustee"), to SOUTHERN PACIFIC TRANSPORTATION COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company").

WHEREAS, by a certain Equipment Trust Agreement, bearing date as of March 1, 1978, by and between the Trustee and the Company (hereinafter called the "Equipment Trust Agreement"), there was constituted the "Southern Pacific Transportation Company Equipment Trust, Series 72," pursuant to which Trustee leased certain railroad equipment to the Company, upon the terms and conditions therein set forth; and

WHEREAS, certain box cars, comprising said Trust Equipment (hereinafter called "Unsuitable Equipment") have become unsuitable for use by the Company, and in accordance with the provisions of said Equipment Trust and in anticipation and consideration of the release of such Unsuitable Equipment, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment (hereinafter called the "Replacement Equipment"), other than work equipment, as specifically described in the Ninth Supplement to Equipment Trust dated as of September 23, 1992 ("Ninth Supplement"):

Number of  
Units

Description

5

100-ton Box cars; PACCAR Inc., builder;  
lettered SP and numbered 664233, 664237,  
664258, 664263, and 664271.

WHEREAS, the Company has well and truly performed all of the covenants and conditions on its part to be performed under the said Equipment Trust Agreement, including all payments required of it to be made, and as a result of such good standing and by virtue of the prior subjection and the Trustee's acceptance of the Replacement Equipment to the Equipment Trust Agreement pursuant to the Ninth Supplement thereto, the Company is now entitled to the release of the aforesaid Unsuitable Equipment under Section 4.09 of said Equipment Trust Agreement.

NOW, THEREFORE, THIS INDENTURE WITNESSETH THAT:

In consideration of the premises and of other good and valuable considerations, receipt of which is hereby acknowledged, the Trustee does hereby sell, assign, transfer and set over unto the Company all of the Unsuitable Equipment which is specifically described herein and covered by the Equipment Trust Agreement.

TOGETHER with all right, title and interest now owned or hereafter acquired by the Trustee in and to the said Unsuitable Equipment.

TO HAVE AND TO HOLD all and singular the said equipment and the said attendant rights to the Company, its successors and assigns, for its and their own use and behoof forever;

AND the Trustee hereby covenants with the Company, its successors and assigns, that the Trustee has not done, permitted, executed or suffered, and that neither it nor its successors or

assigns will do, commit, execute or suffer any act, matter or thing whatsoever which is calculated to or which will or may impugn, impair, defeat or cast doubt upon the clear, absolute and indefeasible title given to the Company by these presents.

The Trustee does hereby constitute and appoint CATHY WIEDECKE to be its attorney, for it and in its name and as and for its corporate act and deed to acknowledge this instrument before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgment, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the said Equipment Trust Agreement, with respect to the above-described Unsuitable Equipment, has caused these presents to be signed in its name and its corporate seal to be hereunto affixed, duly attested, this 24th day of September, 1992.

CORESTATES BANK, N.A.

By CWud  
Corporate Trust Officer

Attest:

M. J. [Signature]  
Vice President



COMMONWEALTH OF PENNSYLVANIA )  
 ) ss.  
CITY AND COUNTY OF PHILADELPHIA )

On this 24th day of September, 1992, before me personally appeared CATHY WIEDECKE, to me personally known, who, being by me duly sworn, says that she is Corporate Trust Officer of CORESTATES BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said bank; that said instrument was signed and sealed on behalf of said bank by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

Debra S. Butler  
Notary Public

My commission expires:

